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ATTORNEYS FOR DEBTOR SUPERIOR AIR PARTS, INC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§ Case No. 08-36705
SUPERIOR AIR PARTS, INC.,	§ Chapter 11
Debtor.	§
	§

DEBTOR'S UNOPPOSED MOTION TO EXTEND EXCLUSIVITY PERIOD

Superior Air Parts, Inc. ("Superior" or "Debtor"), as debtor-in-possession, files its Motion to Extend Exclusivity Period ("Motion") pursuant to 11 U.S.C. § 1121(d), as follows:

**I.
SUMMARY OF RELIEF REQUESTED**

1. Debtor seeks an order from the Court extending the 120-day and 180-day exclusivity periods of 11 U.S.C. § 1121(b) and (c) by a period of 15 days each, from April 30, 2009 to May 15, 2009, and June 29, 2009 to July 14, 2009, respectively. The relief requested is permitted under 11 U.S.C. § 1121(d).

**II.
JURISDICTION**

2. The Bankruptcy Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157. This Motion involves a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

**III.
BACKGROUND**

3. On December 31, 2008 (the "Petition Date"), Debtor filed its voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. The Debtor is managing its affairs as debtor-in-possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

4. The exclusivity period under 11 U.S.C. § 1121(b) for the Debtor to file a plan of reorganization expires April 30, 2009.

5. Just prior to the commencement of this case, Superior entered into an asset purchase agreement with Avco Corporation ("Avco"), an affiliate of Textron Corporation, which contemplated a sale of substantially all of the Debtor's assets to Avco or the highest bidder in a Chapter 11 auction process. The auction process was approved by this court and the auction was conducted on February 25, 2009. The two bidders were Avco and TCM, an affiliate of Teledyne Industries, Inc. The bidders are the manufacturers of piston powered aircraft engines in which many of the parts sold by Superior are installed and are competitors with Superior in the small aircraft parts business. A sale to either of these purchasers raised anti-trust concerns with the United States Department of Justice and state attorney generals. The parties were unable to

reach an agreement on how to address these concerns and so the Debtor chose to decline their bids.

6. Since that time, Superior has continued to operate and sell parts and has continued its efforts to sell the company. While the Debtor has been in contact with several parties who have expressed an interest, no parties have come forward with a firm purchase offer, which has put the debtor in the position of filing a plan to sell the company through an auction process.

7. Also, there is a controversy in this case among various parties as to the proper treatment of the claims of the parent and affiliate of the Debtor, who have combined claims of over \$26 million, which is the subject of negotiations with the Unsecured Creditors' Committee.

8. In the last week, there have been significant and unexpected breakthroughs in negotiations with a party regarding the purchase of the company and among the creditors regarding the distribution of sales proceeds, which substantially increases the likelihood that the Debtor will be able to file a consensual plan in the next two weeks.

9. The Debtor does not want to waste the resources of the estate filing a plan now only to have to file a completely different plan in the next two weeks. The Debtor is not seeking an extension beyond 15 days at this time because the Debtor believes that time is of the essence and that if the current negotiations are going to be successful, the parties should know in the next two weeks.

10. The Unsecured Creditors Committee and Thielert A.G., the sole shareholder and largest creditor support this Motion. The U. S. Trustee does not oppose this motion. The Debtor is not aware of any party who opposes this motion.

11. The extension requested herein will not prejudice the rights of any party in interest.

WHEREFORE, the Debtor request that the Court enter an order extending the exclusivity period of 11 U.S.C. § 1121(b) and (c) by fifteen (15) days each, and granting such other and further relief as this Court may deem just and proper.

Respectfully submitted,

/s/ Stephen A. Roberts

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**BANKRUPTCY ATTORNEYS FOR DEBTOR
SUPERIOR AIR PARTS, INC.**

CERTIFICATE OF CONFERENCE

Undersigned counsel certifies that he has conferred with counsel for the Unsecured Creditors Committee, the U.S. Trustee, Thielert AG, and Aviation Parts Supply, Inc. and they do not oppose this motion.

/s/ Stephen A. Roberts

Stephen A. Roberts

CERTIFICATE OF SERVICE

The undersigned certifies that true and correct copies of the foregoing pleading were forwarded to the parties listed on the attached service list via first class U.S. Mail, postage prepaid, on the 30th day of April, 2009.

/s/ Stephen A. Roberts
Stephen A. Roberts